

MINUTES

ANNUAL MEETING OF POLICYHOLDERS OF MOTORISTS COMMERCIAL MUTUAL INSURANCE COMPANY

COLUMBUS, OHIO

APRIL 22, 2019

The Annual Meeting of the Policyholders was called to order at the company's home office at 2:00 p.m. on April 22, 2019, by Gregory A. Burton, Executive Chairman. Marchelle E. Moore, Secretary, recorded.

DETERMINE QUORUM

Mr. Burton referred to the company's Bylaws and Regulations, which require a quorum of 20 members present, in person or by proxy. Secretary Moore announced a quorum existed due to the company-held proxies.

REGULAR BUSINESS

APPROVE MINUTES

The Chairman asked for a motion to accept the minutes of the Annual Meeting of the Policyholders held April 23, 2018. It was so moved and seconded and the motion carried.

OFFICER REPORTS

CEO Comments Mr. Burton asked Mr. David L. Kaufman to review the CEO comments.

Upon a motion duly made and seconded, the CEO's comments were accepted.

President's Comments Mr. Burton asked Mr. Thomas J. Obrokta, Jr. to review the President's highlights.

Upon a motion duly made and seconded, the President's comments were accepted.

Treasurer's Report Mr. J. Christopher Howat, Treasurer & CFO, reviewed the financial data for the year ending December 31, 2018 for the Group and for the Motorists Commercial Mutual Company.

It was moved and seconded that the report be accepted. The motion

carried.

**AUDIT
REPORT**

Mr. Howat stated the audit report on company operations submitted by the firm of Ernst and Young, LLP, had been accepted by the Audit Committee. The audited financial statements were also approved by the Committee, with no corrected misstatements or material uncorrected statements.

Upon a motion duly made and seconded, the Audit report was accepted.

**ELECTION OF
DIRECTORS**

Mr. Burton stated that the term of one director expired; namely, Michael L. Wiseman. Mr. Burton asked the Secretary to read the names of those individuals who had been nominated as candidates for the office of director.

The Secretary read the name of Michael L. Wiseman, for a three-year term.

Mr. Burton then asked if there was a motion to place any other names into nomination from the floor. Upon hearing none, he entertained a motion that the nominations be closed and that a unanimous ballot be cast for those individuals nominated.

Upon a motion duly made and seconded, the motion carried.

UNFINISHED BUSINESS

Mr. Burton called for any unfinished business to come before the meeting; none was presented.

NEW BUSINESS

Mr. Burton called for any new business to come before the meeting; none was reported.

ADJOURN

There being no further business to come before the meeting, Mr. Burton requested a motion for adjournment. It was moved and seconded that the meeting be adjourned. The motion carried and the meeting was adjourned at 2:15 p.m.

Marchelle E. Moore, Corporate Secretary